

MARVEL TEAM-UP MARVEL COMICS GROUP

1 MAR 20¢
02147



MARVEL TEAM-UP

FEATURING

SPIDER-MAN AND THE HUMAN TORCH

**ALL
NEW!**

TWO OF
MARVEL'S
MIGHTIEST...
IN ONE MIND-
STAGGERING
MAG!!



AND NOW THE SANDMAN!

SPIDEY AND THE TORCH--TOGETHER!

HAVE YOURSELF A
SANDMAN
LITTLE CHRISTMAS!

OKAY,
LET'S START
THIS THING OFF
RIGHT-- WITH A
STARTLING, MUCH
REMEMBERED SAGA
WHICH IS **BOTH**
A CLASH OF
TITANS-- AND
A YULETIDE
CLASSIC--!

A SPRIG OF MARVEL-OUS MISTLETOE FROM:

STAN

LEE

EDITOR

*

ROY

THOMAS

WRITER

*

ROSS

ANDRU

ARTIST

M. ESPOSITO, INKER * ARTIE SIMEK, LETTERER

'TIS THE DAY
BEFORE CHRISTMAS,
AND ALL 'LONG THE
SAND,
NOT A CREATURE IS
STIRRING--

--SAVE THE POLAR
BEAR CLAN!

SURE, SURE...
WE KNOW
IT'S NOT
MUCH OF
A RHYME--
BUT WE'VE
GOTTA START
THIS STORY
SOMEWHERE,
DON'T WE?

OR, PERHAPS WE SHOULD
BEGIN WITH--PETER PARKER.

BRRR...I'M STILL NOT SURE
IF JAMESON REALLY WANTS
PICS OF THAT CREW FOR
HIS CHRISTMAS EVE EDITION...

...OR IF THIS
IS JUST HIS
IDEA OF A
LATE APRIL
FOOL'S
JOKE.

BUT, I'VE GOTTA HAVE
BREAD, FOR MY LATE
DATE WITH GWENNY,
SO...

AHHH...THEY'RE
OFF AND RUNNING.
OFF, ANYHOW.

ACTUALLY, I SHOULDN'T
MAKE FUN OF 'EM. I'M
THE ONE WHOSE
TEETH ARE CHATTER-
ING.

AND THEY
DON'T EVEN
HAVE
SPIDER-
POWERS.

OH WELL,
TAKE YOUR
HUMAN
INTEREST
SHOTS,
MR. P.--
AND
SPLIT.

NOT TOO
QUICKLY,
LAD--OR
YOU MIGHT
MISS
SOMETHING--

YOU MIGHT MISS--THIS.

EEEEK!
SOMETHING
ALIVE--
JUST
BRUSHED
PAST MY
LEGS!

IT'S
SOME
KIND OF
SNAKE--
OR A
TENTACLE.

BUT, IT'S
MADE OUT
OF--
SAND!

LET ME
OUT OF
HERE!

A SNAKE? NO.
BUT A TENTACLE--YES--

...**A** TENTACLE,
INDEED, OF
SAND...



...WHICH SPIRALS
CYLINDRICALLY
UPWARD...



...THEN BEGINS
TO SHAPE
ITSELF...



...INTO SOME-
THING FAR
MORE...



...**SINISTER...**!



IT'S--A MAN!
AND--I KNOW
WHO HE IS.

HE'S--THE
SANDMAN!

THAT'S MY
NAME,
SISTER.
DON'T WEAR
IT OUT!

'S-SCUZE ME,
I JUST
REMEMBERED
A DENTAL
APPOINTMENT
IN THE
BRONX.

GANG-
WAY!

C'MON,
JOE. AND
WE THOUGHT
THIS
DETAIL'D
BE DULL.

IF I
REMEMBER
THE
SANDMAN,
MISTER--

IT'S LIABLE TO BE
LIVELIER THAN YOU
WANT IT TO BE.

ALRIGHT, FANCY-
PANTS...MAYBE
NOBODY'S *SEEN*
YOU FOR MONTHS...

BUT THERE'S
STILL A WARRANT
OUT FOR YOUR
ARREST.

THERE *BETTER* BE.
I WOULDN'T WANNA
THINK YOU BLUE-
BOYS HAD *FERGOT*
ME.

WOULDN'T
DREAM OF
IT, PAL.
NOW JUST
HOLD STILL
A
MINUTE--

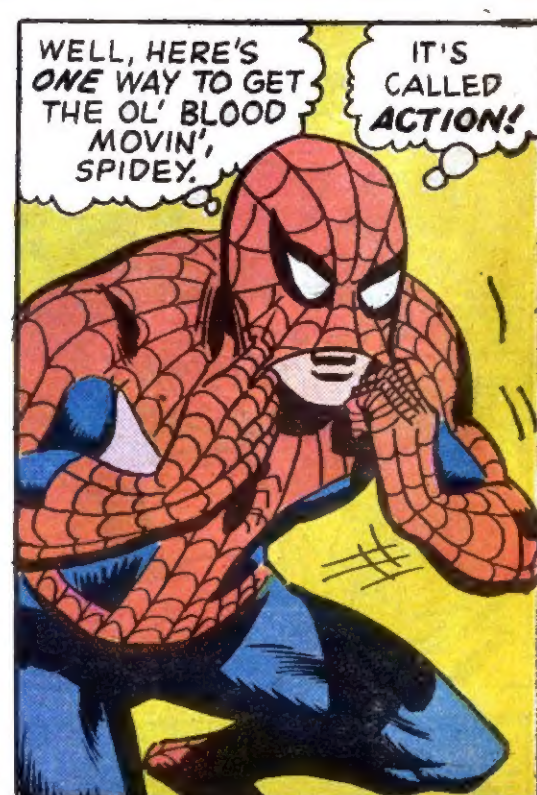
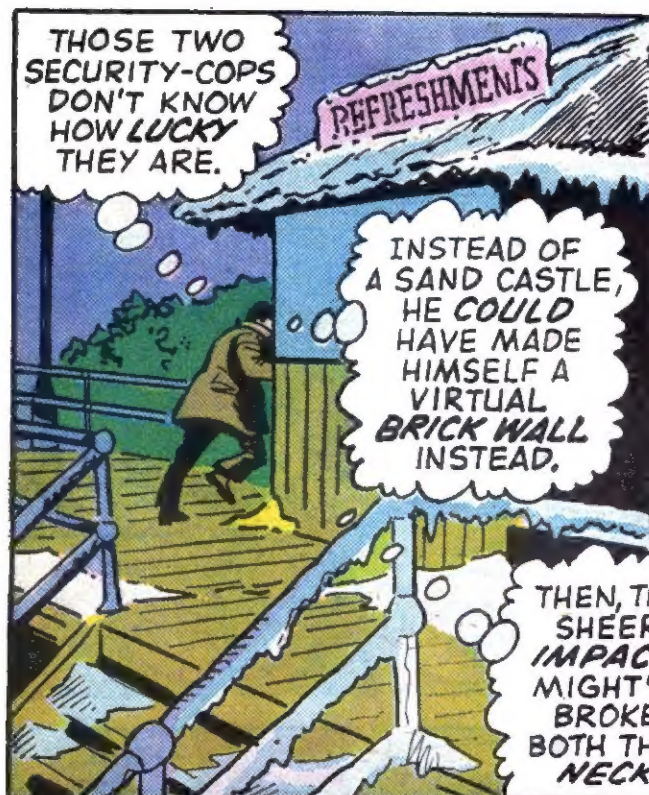
--WHILE
I--
HUH?

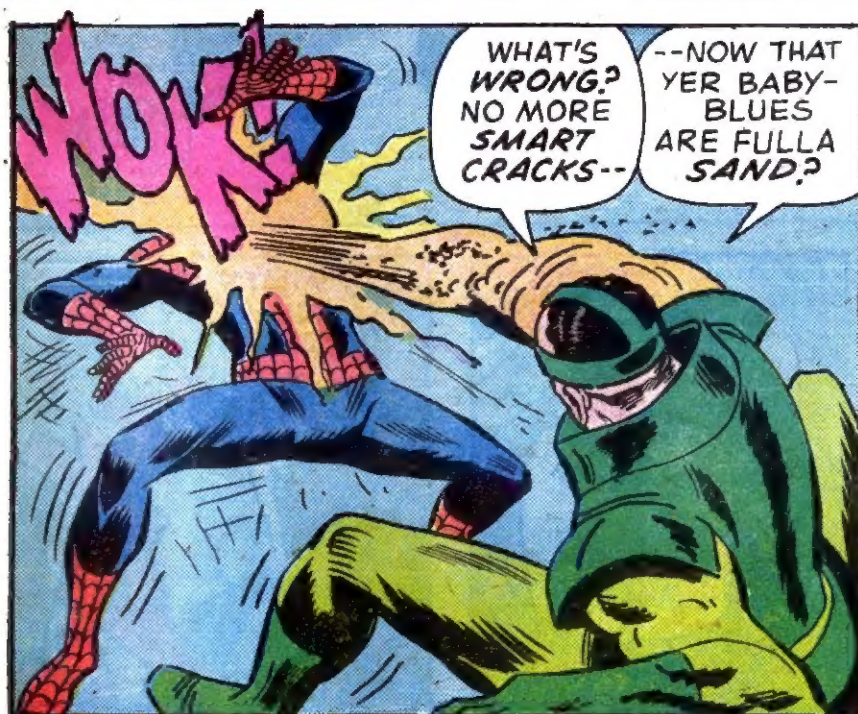


THE 'CUFFS WENT-
RIGHT THRU HIS
WRIST!



BUT IT'S GONNA BE A REAL PLEASURE TEACHIN' YA.







--ABOUT
--IT--!?

BLAST!
HE MERGED
WITH THE
REST OF THE
BEACH--
LEAVING ME
NOTHING BUT
EMPTY
WEBBING.

THAT DUDE'S
DANGEROUS.
HE'S GOT TO
BE **FOUND--**
AND **FAST--**



--AND--I THINK I
KNOW--JUST WHO
CAN **DO THAT**
LITTLE THING!



HOLD IT, PAL!
WE WANNA
TALK TO YOU--!

SORRY,
BOYS--
I'VE
GOT A
DATE.



...THOSE BOYS IN BLUE PROBABLY
THOUGHT THAT **DATE** I MENTIONED
WAS WITH THE **SANDMAN.**

BUT, IT'S GORGEOUS
GWENDOLYN I'LL BE
SQUIRING TONIGHT.

SHE'S
MUCH
CUTER
THAN
OL'
SANDY.



SHE
EXPECTS
ME IN A
COUPLE
OF
HOURS.

WELL, WHAT
I'VE GOT TO
DO SHOULDN'T
TAKE **LONG.**



AFTER ALL,
SANDMAN ISN'T
MY ENEMY.
I JUST
TACKLED HIM
ONCE--AND
THAT WAS A
LOOONNNNG
TIME AGO.

FAR AS I'M
CONCERNED,
HE'S
SOMEBODY
ELSE'S
HEADACHE
NOW.



AND,
I KNOW
JUST
WHO THAT
SOMEBODY
IS.

THRU THAT
WINDOW
RIGHT ABOVE
SHOULD BE
YOUR ACTUAL
SANDMAN
EXPERTS.



WHAT'S MORE,
THEY CAN
HAVE HI--

HEY



THIS *ISN'T* QUITE--
WHAT I HAD IN
MIND--



--AND
SOMEBODY'S
GONNA
PAY FOR IT--
NOW!



JOHNNY
STORM! YOU
FLAMIN'
FREAK-OUT!
WHAT'S THE
BIG IDEA OF
SHOOTING
FIRE-RINGS
AT ME?

HUH?
SORRY,
SPIDER-
MAN...
I DIDN'T
KNOW YOU
WERE OUT
THERE.

C'MON
IN.

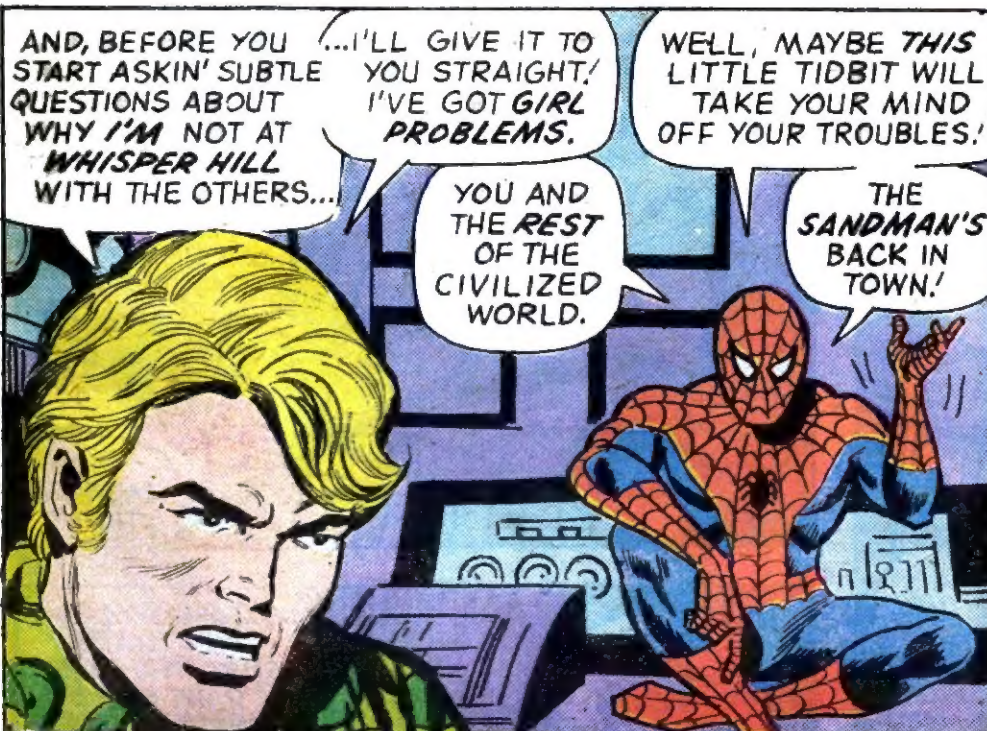


WHAT'S WITH
YOU, TORCH?
YOU'RE BEING
HALFWAY
CIVIL.

AND
WHERE'S
THE *REST*
OF YOUR
FAR-OUT
FOUR-
SOME?

IT'S
CHRIST-
MAS
EVE,
Y'KNOW.

SO
THEY
TELL
ME.



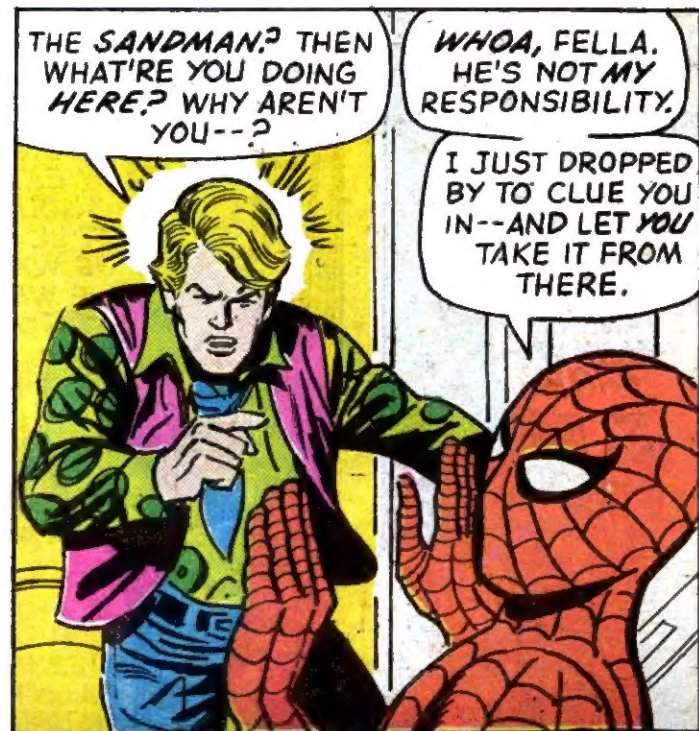
AND, BEFORE YOU
START ASKIN' SUBTLE
QUESTIONS ABOUT
WHY I'M NOT AT
WHISPER HILL
WITH THE OTHERS...

...I'LL GIVE IT TO
YOU STRAIGHT!
I'VE GOT *GIRL*
PROBLEMS.

WELL, MAYBE *THIS*
LITTLE TIDBIT WILL
TAKE YOUR MIND
OFF YOUR TROUBLES!

YOU AND
THE *REST*
OF THE
CIVILIZED
WORLD.

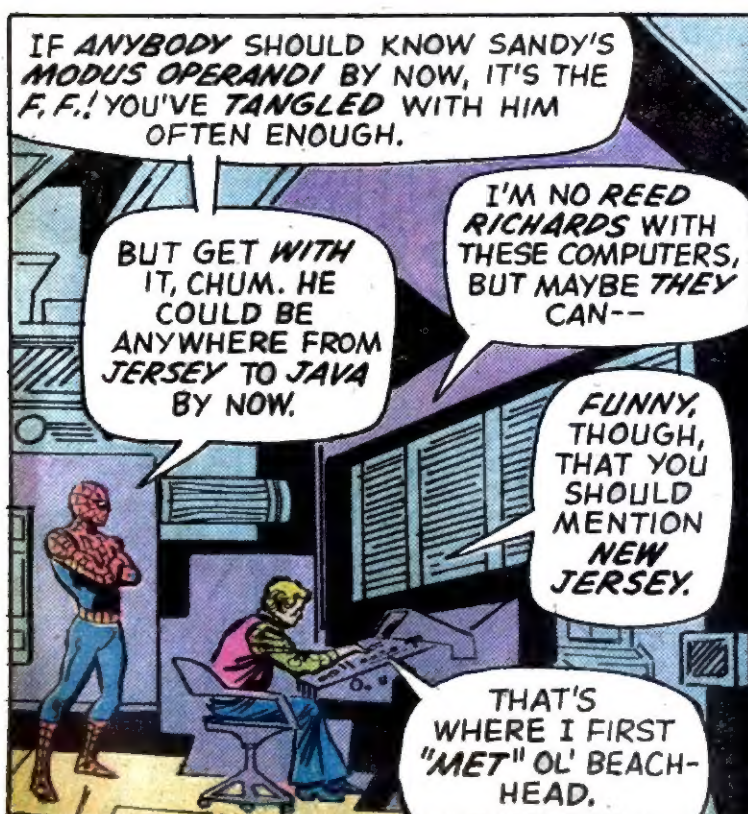
THE
SANDMAN'S
BACK IN
TOWN!



THE *SANDMAN*? THEN
WHAT'RE YOU DOING
HERE? WHY AREN'T
YOU--?

WHOA, FELLA.
HE'S NOT *MY*
RESPONSIBILITY.

I JUST DROPPED
BY TO CLUE YOU
IN--AND LET *YOU*
TAKE IT FROM
THERE.



IF *ANYBODY* SHOULD KNOW SANDY'S
MODUS OPERANDI BY NOW, IT'S THE
F.F.! YOU'VE *TANGLED* WITH HIM
OFTEN ENOUGH.

BUT GET *WITH*
IT, CHUM. HE
COULD BE
ANYWHERE FROM
JERSEY TO JAVA
BY NOW.

I'M NO REED
RICHARDS WITH
THESE COMPUTERS,
BUT MAYBE *THEY*
CAN--

FUNNY,
THOUGH,
THAT YOU
SHOULD
MENTION
NEW
JERSEY.

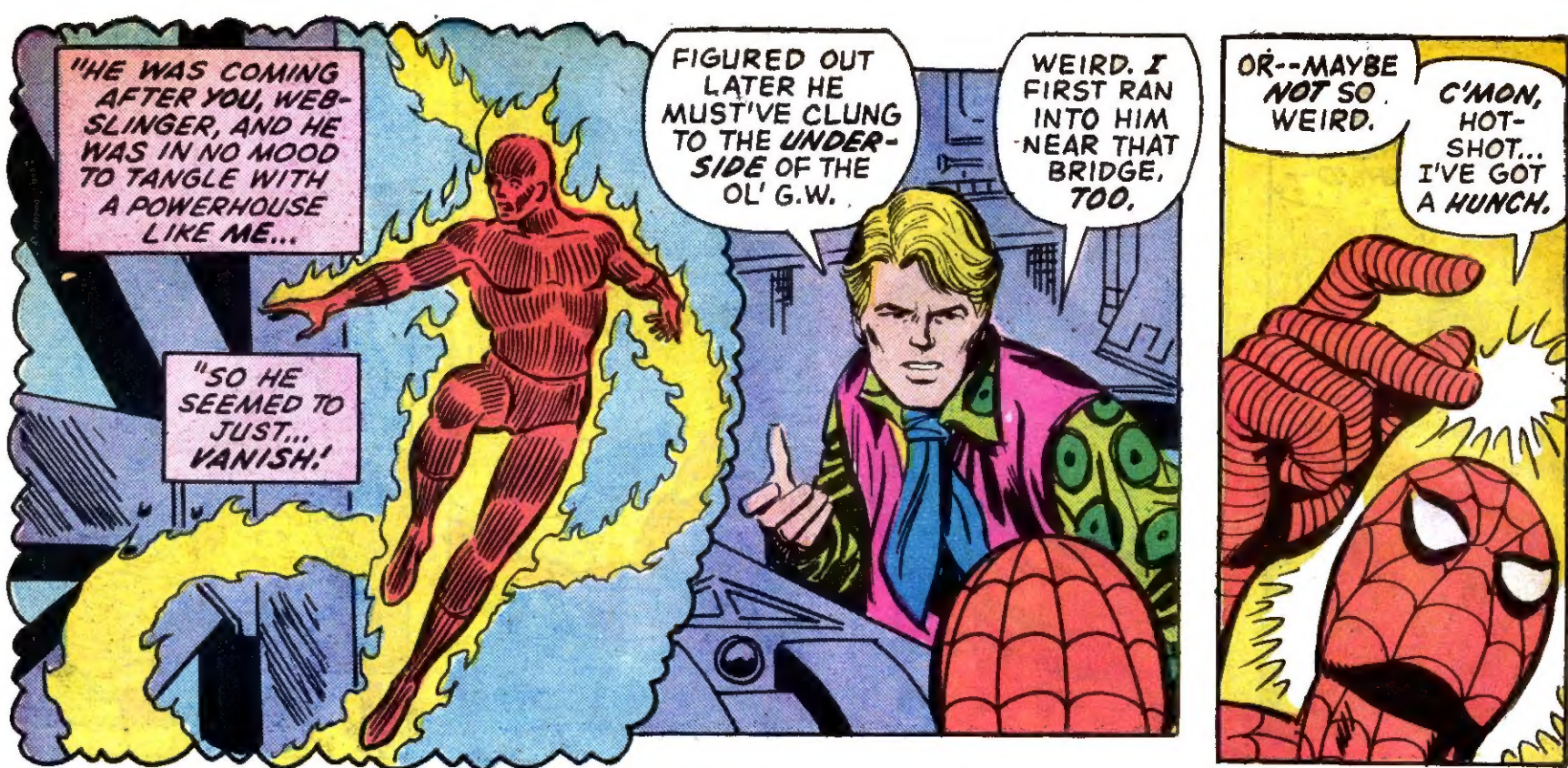
THAT'S
WHERE I FIRST
"*MET*" OL' BEACH-
HEAD.



WELL...
NOT IN
JERSEY,
EXACTLY.

IT WAS MORE LIKE ON
TOP OF THE *GEORGE*
WASHINGTON BRIDGE--
BUT HE WAS HEADIN'
INTO THE CITY FROM
THAT SIDE OF THE
HUDSON RIVER.*

*WAY BACK IN
STRANGE
TALES #115.
--STAN.



"HE WAS COMING AFTER YOU, WEB-SLINGER, AND HE WAS IN NO MOOD TO TANGLE WITH A POWERHOUSE LIKE ME...

"SO HE SEEMED TO JUST... VANISH!"

FIGURED OUT LATER HE MUST'VE CLUNG TO THE UNDER-SIDE OF THE OL' G.W.

WEIRD. I FIRST RAN INTO HIM NEAR THAT BRIDGE, TOO.

OR--MAYBE **NOT** SO WEIRD.

C'MON, HOT-SHOT... I'VE GOT A HUNCH.



...THIS IS THE FAMOUS FANTASTI-CAR?

DON'T RUB IT IN, FELLA.

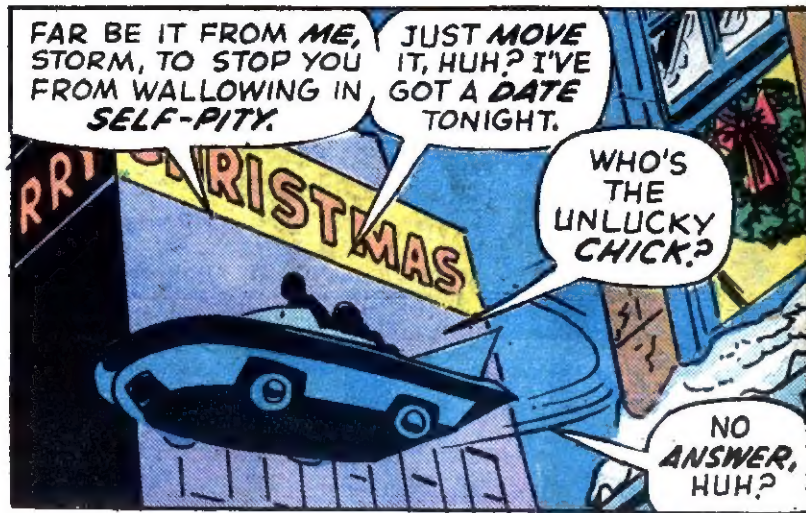
REED AN' SUE TOOK THE NEW, IMPROVED VERSION WITH THEM.

SO I'M LEFT WITH LAST DECADE'S MODEL.

DON'T SWEAT IT, THOUGH. IT'LL GET US WHERE WE WANNA GO.

BY THE WAY, IF ANY OF THE YULETIDE GREENERY BELOW FILLS YOU WITH AN UNLIKELY URGE TO WISH ME MERRY CHRISTMAS... STIFLE YOURSELF.

IT'S A LONG WAY DOWN.

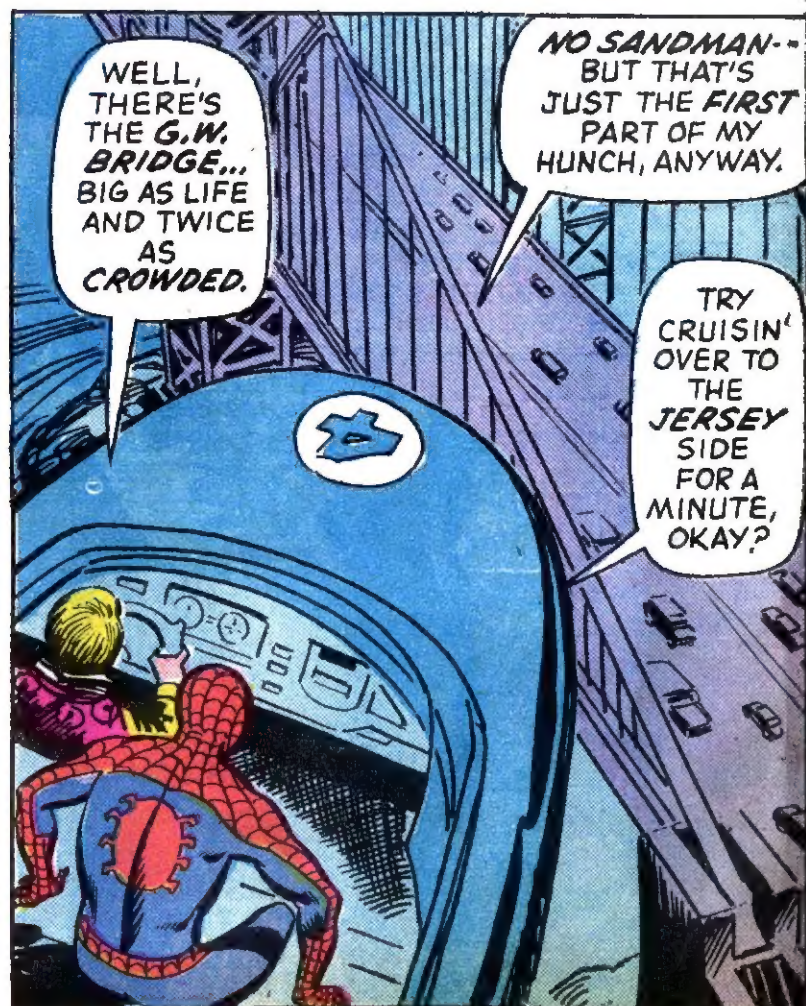


FAR BE IT FROM ME, STORM, TO STOP YOU FROM WALLOWING IN SELF-PITY.

JUST MOVE IT, HUH? I'VE GOT A DATE TONIGHT.

WHO'S THE UNLUCKY CHICK?

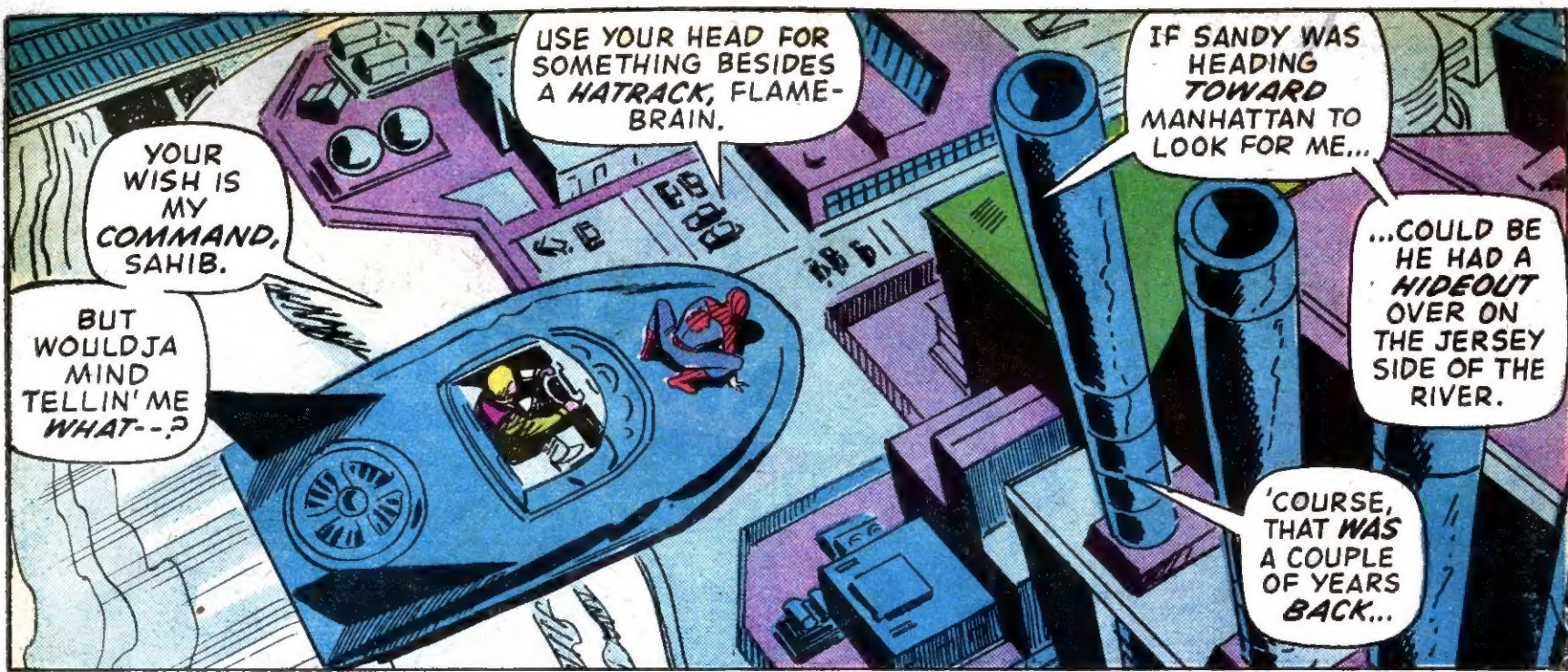
NO ANSWER, HUH?



WELL, THERE'S THE G.W. BRIDGE... BIG AS LIFE AND TWICE AS CROWDED.

NO SANDMAN-- BUT THAT'S JUST THE FIRST PART OF MY HUNCH, ANYWAY.

TRY CRUISIN' OVER TO THE JERSEY SIDE FOR A MINUTE, OKAY?



USE YOUR HEAD FOR SOMETHING BESIDES A *HATRACK*, FLAME-BRAIN.

IF SANDY WAS HEADING *TOWARD* MANHATTAN TO LOOK FOR ME...

...COULD BE HE HAD A *HIDEOUT* OVER ON THE JERSEY SIDE OF THE RIVER.

'COURSE, THAT WAS A COUPLE OF YEARS *BACK*...

YOUR WISH IS MY *COMMAND*, SAHIB.

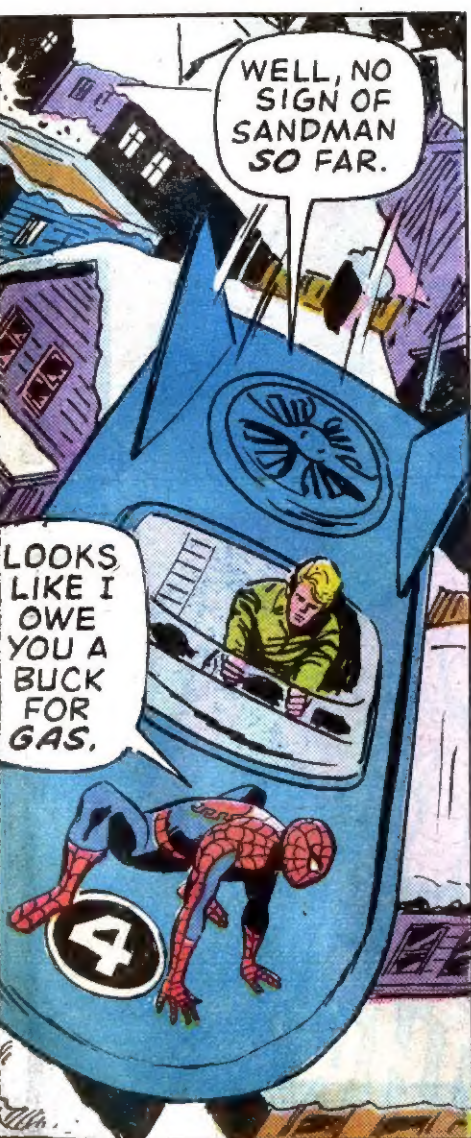
BUT WOULDJA MIND TELLIN' ME *WHAT*--?



...BUT, IT'S THE CLOSEST THING TO A LEAD WE'VE *GOT*, AND BESIDES...

YEAH, I KNOW. I *KNOW*.

AN' BESIDES, WHAT *ELSE* AM I DOIN' TONIGHT, RIGHT?



WELL, NO SIGN OF SANDMAN *SO FAR*.

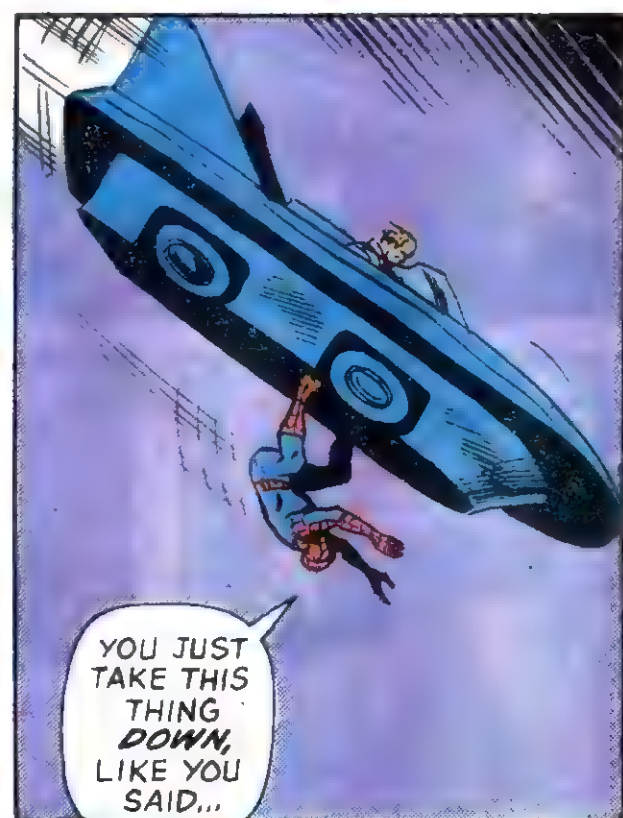
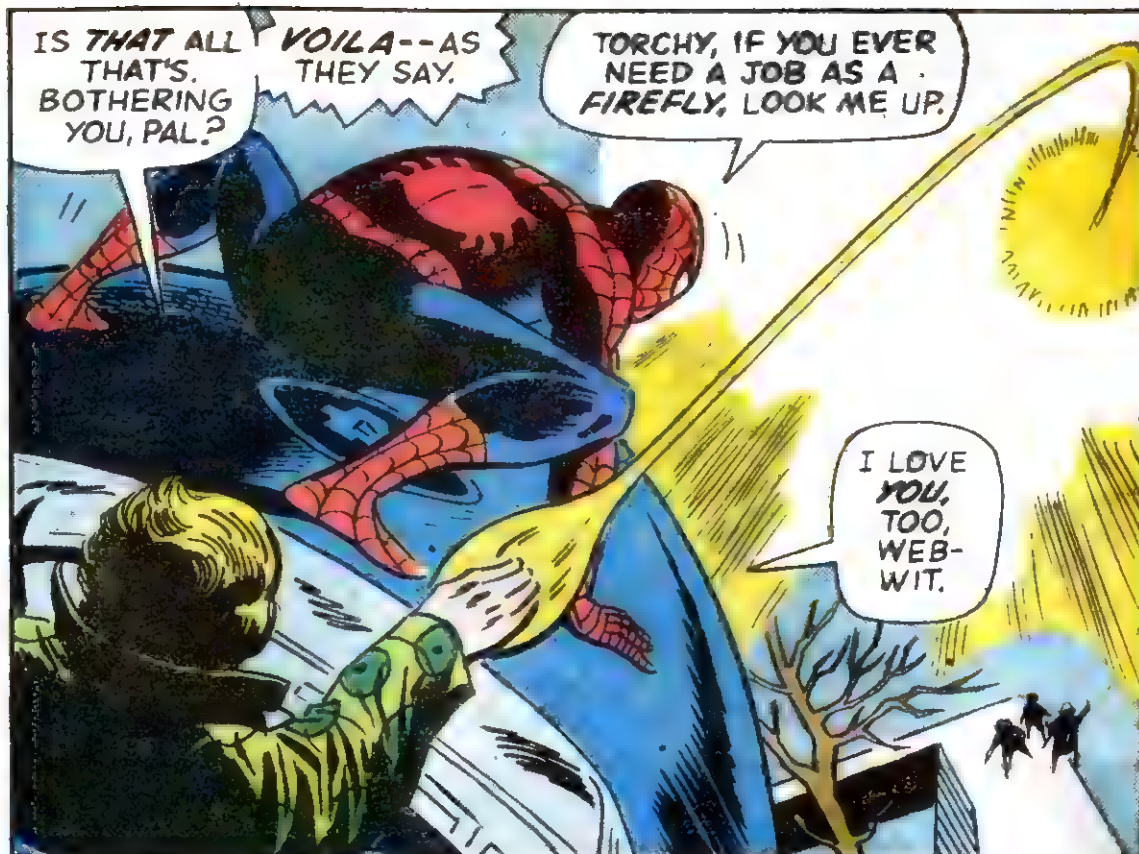
LOOKS LIKE I OWE YOU A BUCK FOR *GAS*.



ON THE *OTHER* HAND, TAKE A FAST LOOK DOWN *THERE*...



...AND TELL ME IF YOU SEE WHAT I THINK I *DO*!





--TO OL' SPIDEY!

I--I CAN'T *SEE* NOTHIN'!
WHO THE *BLAZES*--?

THE KEWPIE DOLL IS
YOURS--NOT
TO MENTION A
FEW MONTHS
IN *JAIL*.



I'LL GIVE
YOU A *HINT*,
PEOPLE.
I'M *NOT*
BUFFALO
BOB!

SPIDER-MAN!



G-GIVE US
A *BREAK*,
MAN! WE
DIDN'T
HURT THE
BROAD OR
NOTHIN'.

YEAH,
SURE.
WE'LL GIVE
YOU A
PEACE
PRIZE.



STILL
THAT'S FOR
THE *LADY*
TO DECIDE.

WHAT'LL
IT *BE*,
GORGEOUS?

WELL...
THEY *DIDN'T*
GET AWAY
WITH ANY-
THING...
AND IT *IS*
CHRISTMAS
EVE...

MAYBE IF
THEY
COULD
JUST BE
HELD FOR
A *LITTLE*
WHILE...



IT'S MORE THAN
THEY *DESERVE*...
BUT YOU'RE THE
BOSS, GIRL.

SAY *THANK*
YOU TO THE
NICE LADY,
CLYDE!

YEAH...
THANKS...

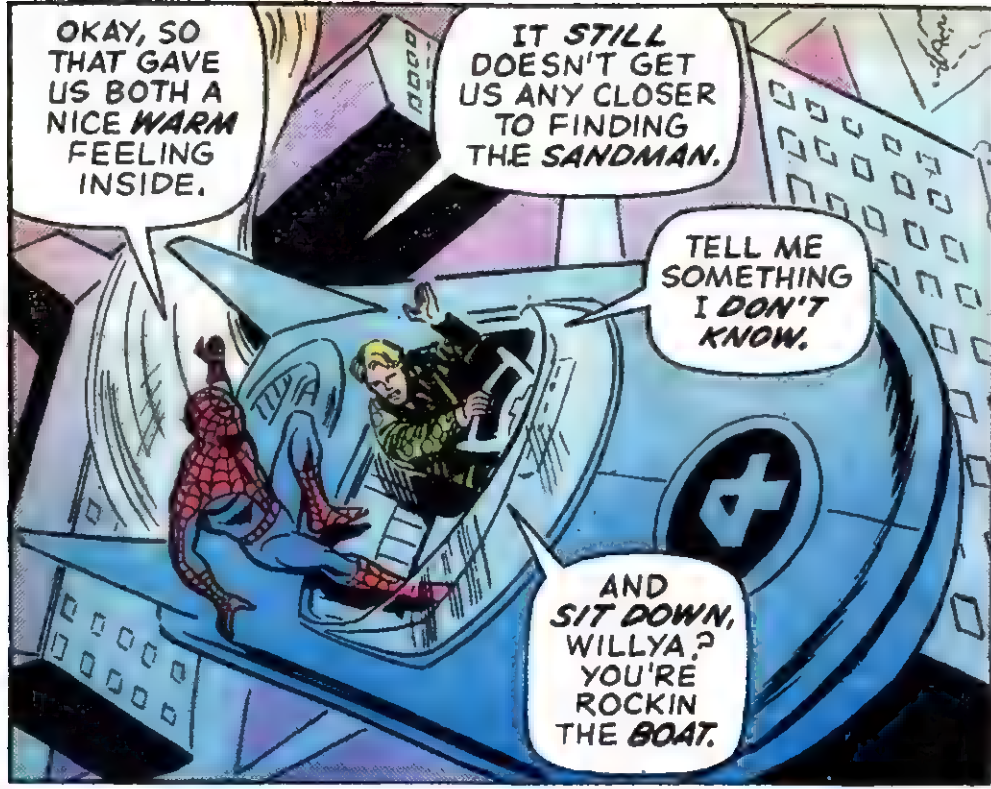
THINK NOTHING
OF IT, BROTHER...
AND *MERRY*
CHRISTMAS.



YOU TOO, WEB-
WEAVER... AND YOUR
FRIEND IN THE
FLYING BATHTUB,
TOO...
MERRY CHRISTMAS.

HMMM...MAYBE I
SHOULD'VE WORN MY
F.F. THREADS, AFTER
ALL.

THOUGHT
YOU WERE IN
MOURNING,
MATCH-
STICK.



OKAY, SO THAT GAVE US BOTH A NICE **WARM** FEELING INSIDE.

IT **STILL** DOESN'T GET US ANY CLOSER TO FINDING THE **SANDMAN**.

TELL ME SOMETHING I **DON'T** KNOW.

AND **SIT DOWN**, WILLYA? YOU'RE ROCKIN' THE **BOAT**.



LOOK, IF YOU WANT ME TO **CUT OUT**, JUST--

HUH? WHY THE **FLAMES**, STORM?

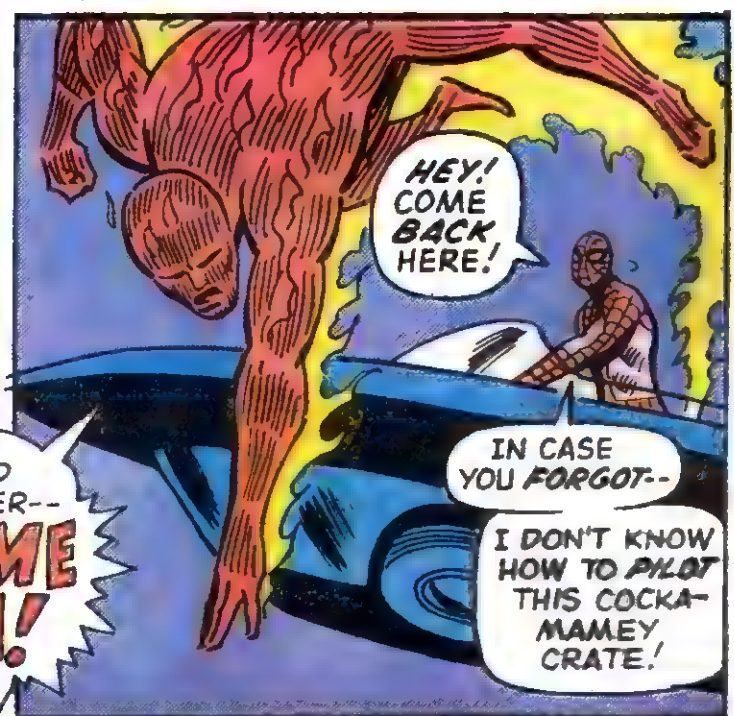
LOOK-- DOWN THERE--!



WHAT IN--? A **TRUCK** OUT OF CONTROL --SLIDING ON THE **ICE!**

THAT'S **ONE** THING, WALL-FLOWER, YOUR **WEBBING** WON'T STOP!

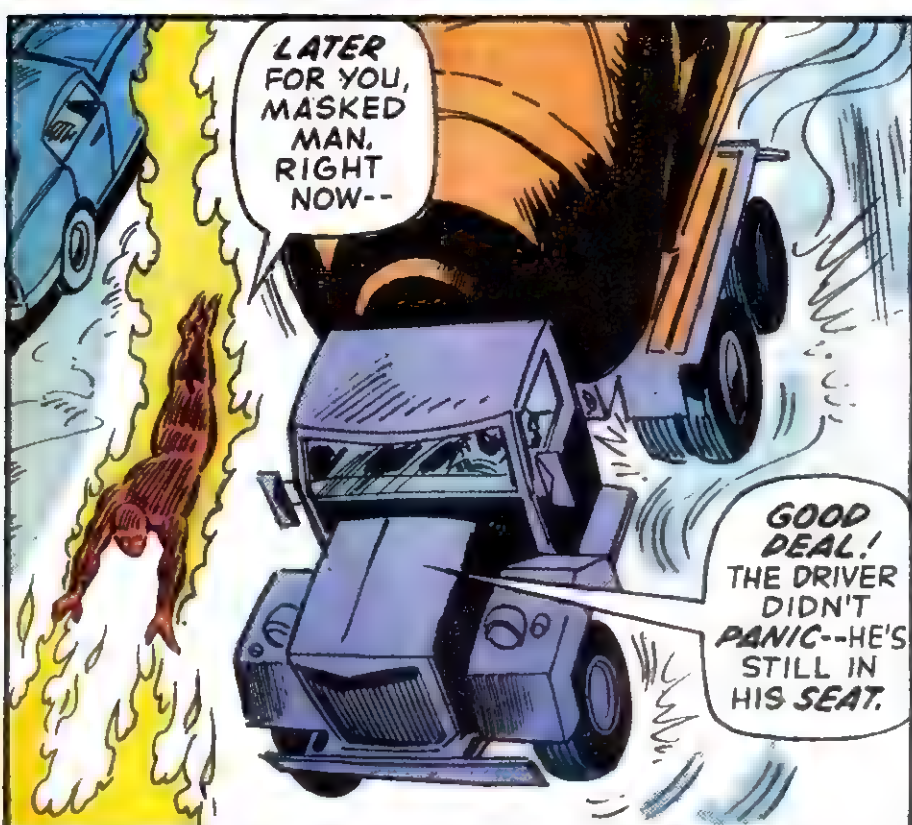
SO I'D BETTER--
FLAME ON!



HEY! COME **BACK** HERE!

IN CASE YOU **FORGOT--**

I DON'T KNOW HOW TO **PILOT** THIS COCKA-MAMEY CRATE!



LATER FOR YOU, MASKED MAN, RIGHT NOW--

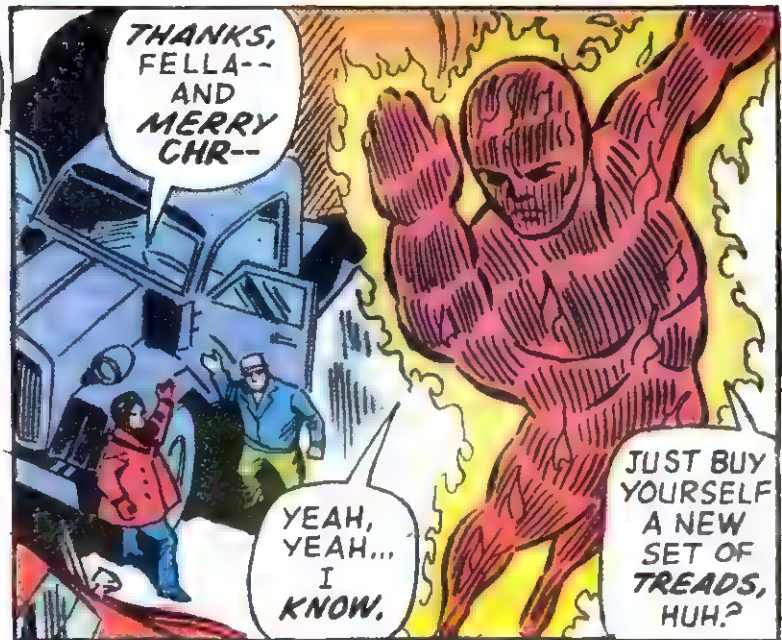
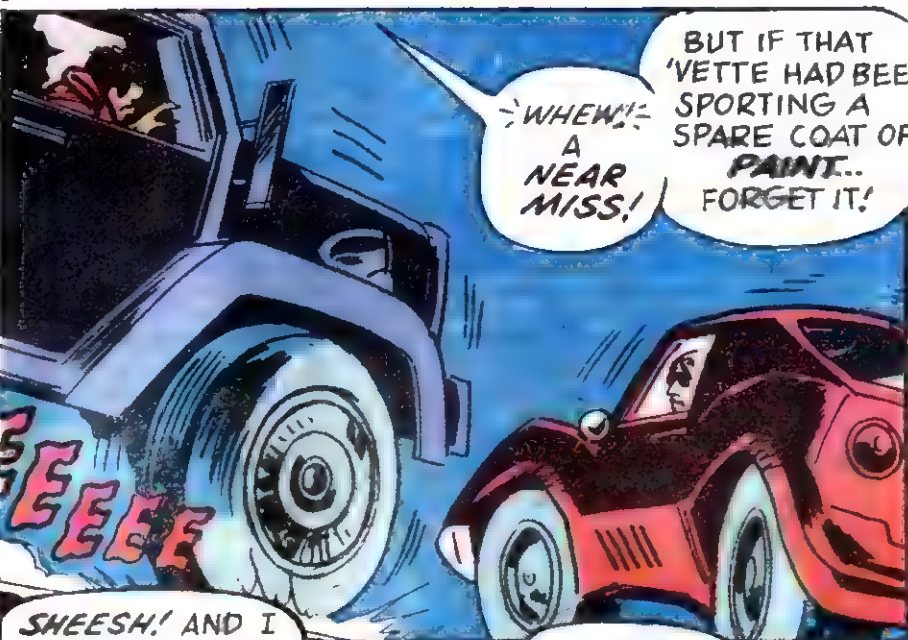
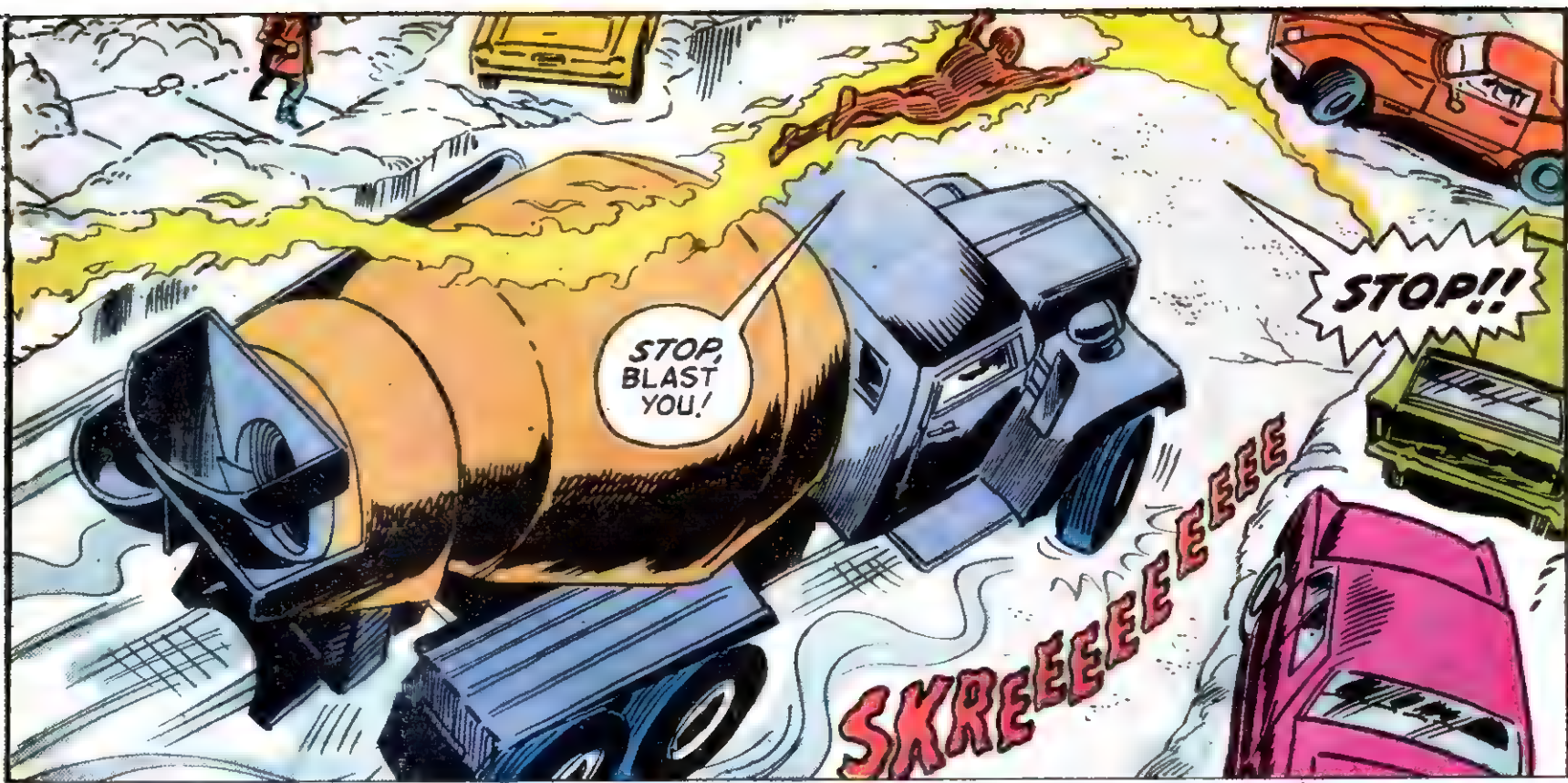
GOOD DEAL! THE DRIVER DIDN'T **PANIC**--HE'S STILL IN HIS **SEAT**.



GOT TO **VAPORIZE** THE SNOW AND ICE IN **FRONT** OF THE **TRUCK--**

--GIVE THE DRIVER A CHANCE TO **BRAKE** HIS RIG.

THIS HAD BETTER **WORK!** HE'S HEADING TOWARD THAT **PARKING CORVETTE** UP AHEAD--!





SUITS ME, HOT-HEAD.

IT'S STARTING TO SNOW, ANYHOW.

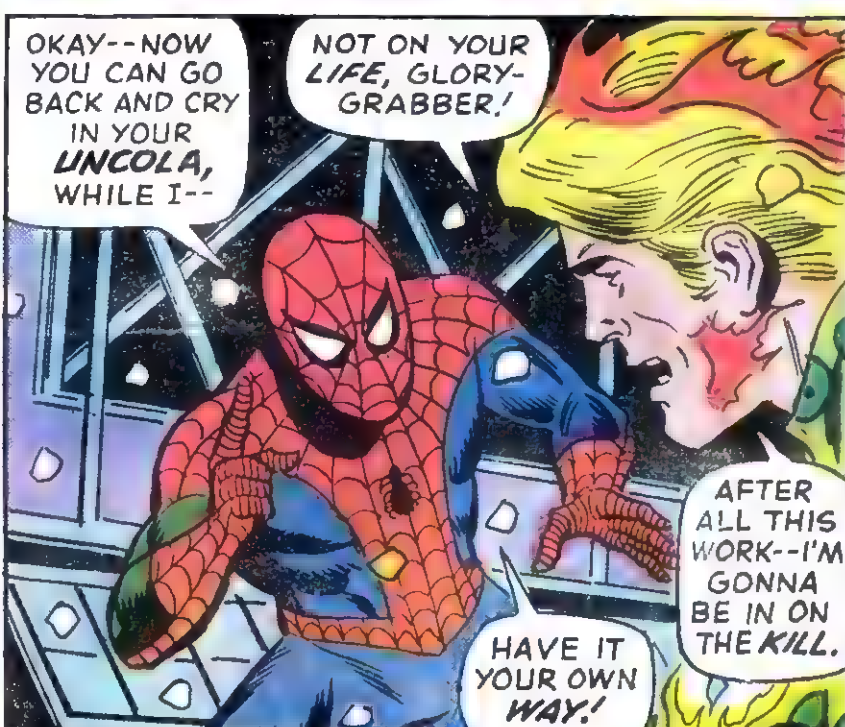
THAT TEARS IT. HANG ONTO YOUR WEB-SHOOTER, WHILE I-- OH NN0000!

THERE'S-- THE SANDMAN!



I CAN TELL YOU'RE ALL CHOKED UP ABOUT IT, STORM.

JUST PUT ME DOWN ON THIS ROOF-- LIKE A GOOD LITTLE MANIC-DEPRESSIVE.

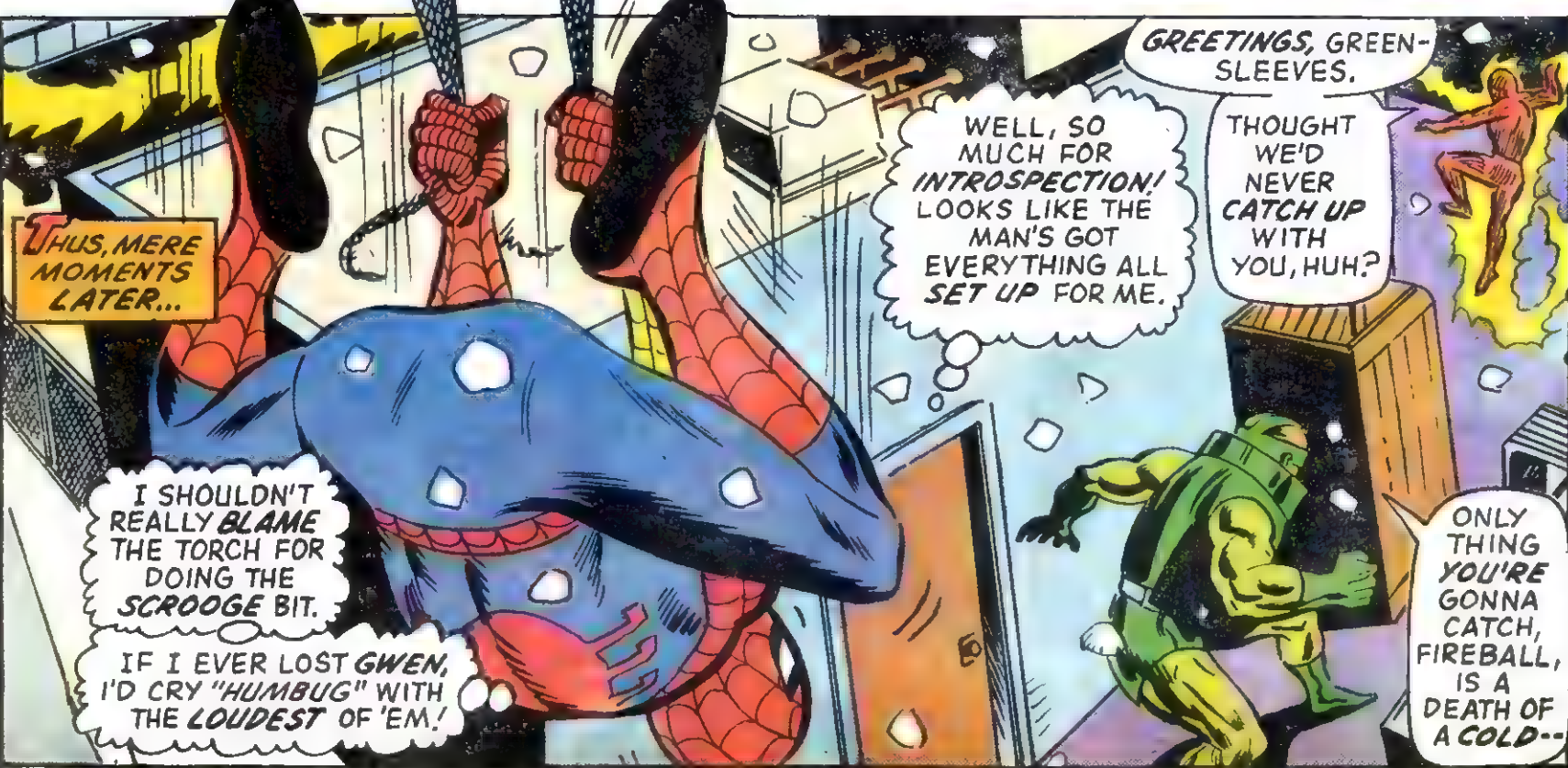


OKAY--NOW YOU CAN GO BACK AND CRY IN YOUR LINCOLN, WHILE I--

NOT ON YOUR LIFE, GLORY-GRABBER!

HAVE IT YOUR OWN WAY!

AFTER ALL THIS WORK--I'M GONNA BE IN ON THE KILL.



THUS, MERE MOMENTS LATER...

I SHOULDN'T REALLY BLAME THE TORCH FOR DOING THE SCROOGE BIT.

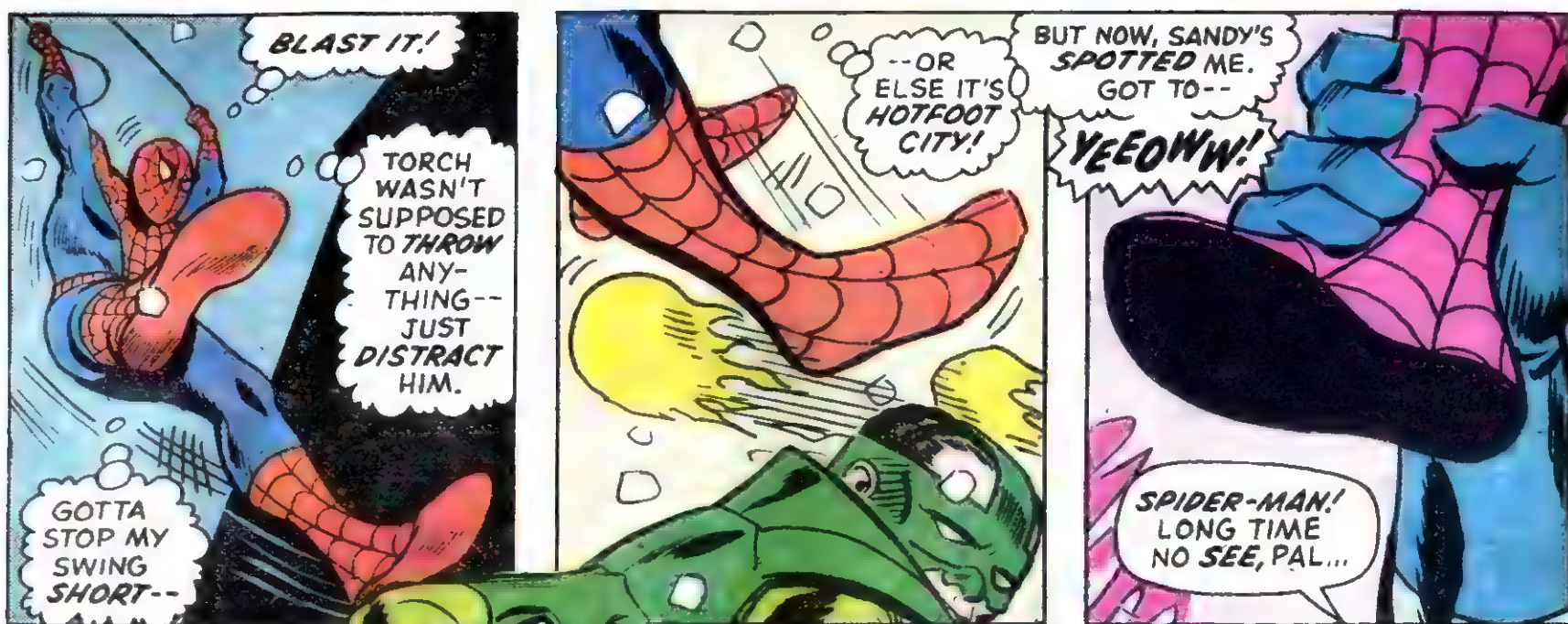
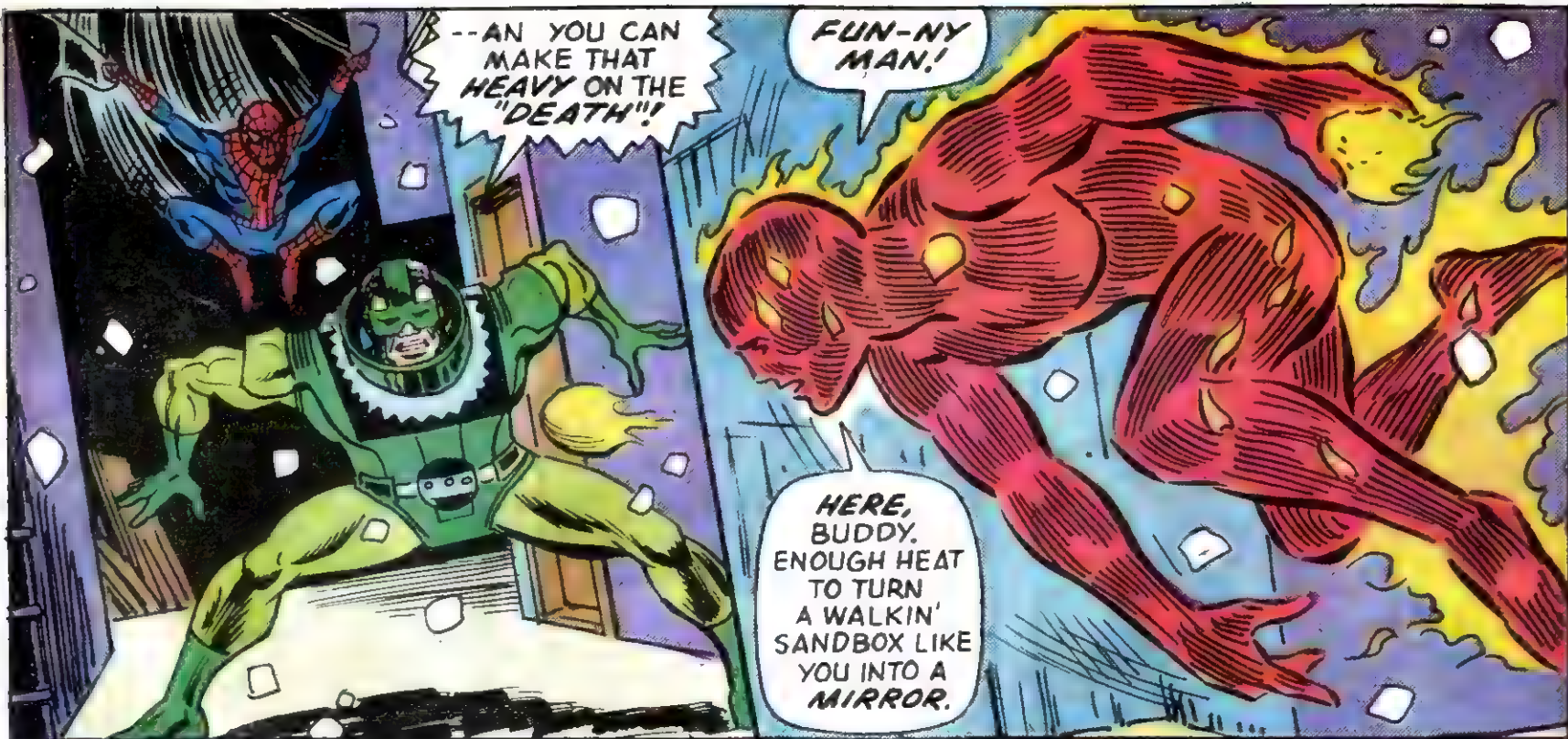
IF I EVER LOST GWEN, I'D CRY "HUMBUG" WITH THE LOUDEST OF 'EM!

GREETINGS, GREEN-SLEEVES.

WELL, SO MUCH FOR INTROSPECTION! LOOKS LIKE THE MAN'S GOT EVERYTHING ALL SET UP FOR ME.

THOUGHT WE'D NEVER CATCH UP WITH YOU, HUH?

ONLY THING YOU'RE GONNA CATCH, FIREBALL, IS A DEATH OF A COLD--





...IT
DOES
COME
BACK TO
YA!



AND THIS,
CLAYFACE,
IS GONNA
COME BACK
TO YOU...



...LIKE,
RIGHT ON
YOUR
SANDY
LOCKS!

NO!
NOT
WHEN
I'M THIS
CLOSE...



NUTHIN'S
GONNA
STOP ME
NOW...

NOT SINCE
THE
WIZARD
HELPED ME
RIG UP
THESE
LITTLE
BUTTONS...

KRA
SH!

...WHICH
TURN ME
HARD
FASTER'N
YOU CAN
SAY
CEMENT
BLOCK!



NOT THE
SO-CALLED
AMAZIN'
SPIDER-
MAN...

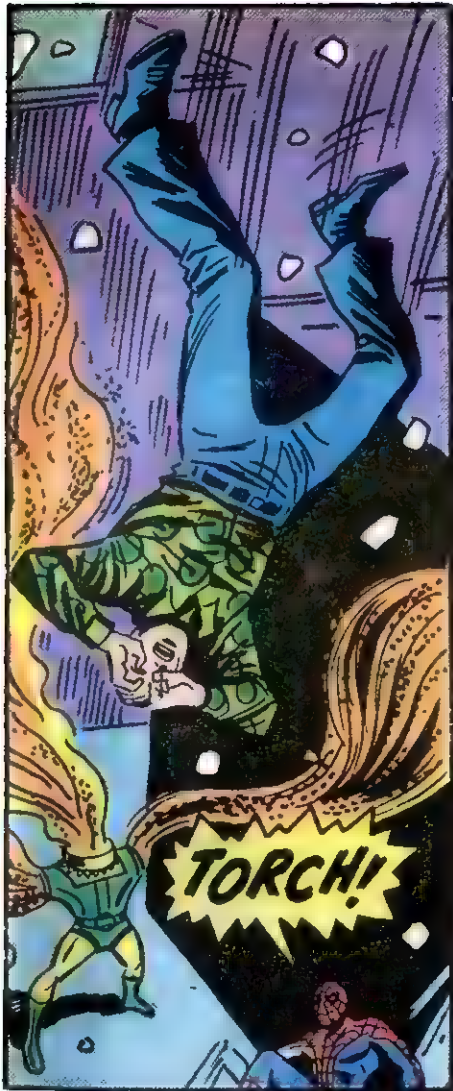
...AN'
CERTAINLY
NOT THE
HALF-
BAKED
HUMAN
TORCH!



HE'S BECOME
--A LIVING
SANDSTORM!

CAN'T
KEEP MY
FLAME ON--
CAN'T EVEN
BREATHE.

I'M--
BLACKING
OUT--!



SO GROGGY--
I CAN BARELY
RAISE MY
HAND
THIS HAND.

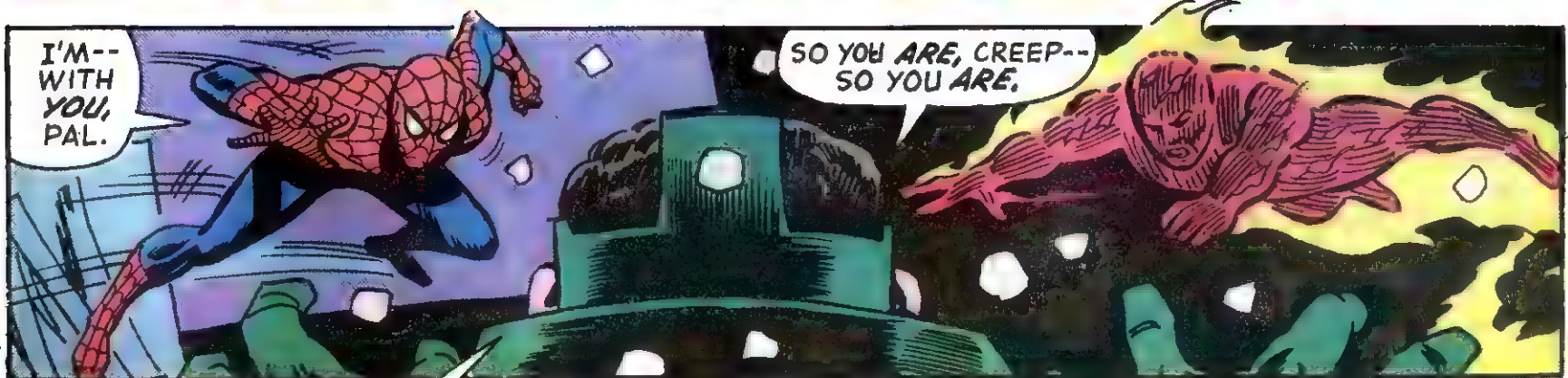
BUT--
I'VE
GOT TO.
I'VE
GOT
TO!



MADE
IT--
JUST IN
TIME!

THANKS, WEBHEAD.
NOW, BEFORE WE'RE
BOTH A COUPLE OF
BASKET CASES...

LET'S RUSH
HIM--WHILE
HE'S BACK IN
HIS *NORMAL*
STATE.



I'M--
WITH
YOU,
PAL.

SO YOU ARE, CREEP--
SO YOU ARE.



ONLY THING IS,
IT'S TOO DARK,
AND YER BOTH
TOO WIPED-OUT
TO NOTICE...

...THAT I
MADE THE
OL' BOD
PAPER-
THIN...

...AN' WUZ
STANDIN'
RIGHT IN
FRONT OF
A SOLID
BRICK
WALL!

KINDA
GETS YA
RIGHT
THERE,
DON'T
IT?



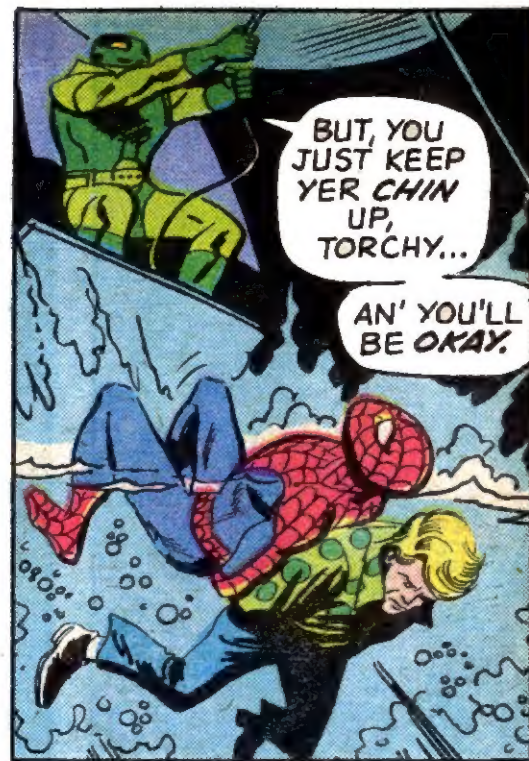
BEFORE LONG, A RUDE AWAKENING...

BACK FROM DREAM-
LAND
ALREADY,
HUH?

GLAD
TA
HEAR
IT.



'CAUSE YOU TWO
CRUMB-BUMS
ARE ABOUT TO
GO FER A LITTLE
MOONLIGHT
SWIM...



BUT, YOU
JUST KEEP
YER CHIN
UP,
TORCHY...

AN' YOU'LL
BE OKAY.



OH YEAH...
AN' ONE
MORE
LITTLE
THING...

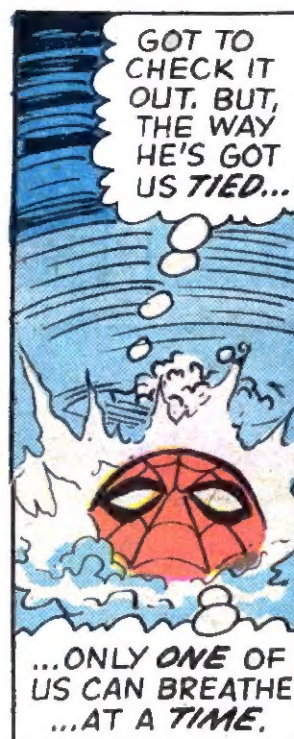


MERRY
CHRISTMAS,
SUCKERS!



SANDY MAY
TALK LIKE A
POOR MAN'S
CAGNEY, BUT
HE SURE...

WAITA-
MINNIT!
SOME-
THING
HE SAID...

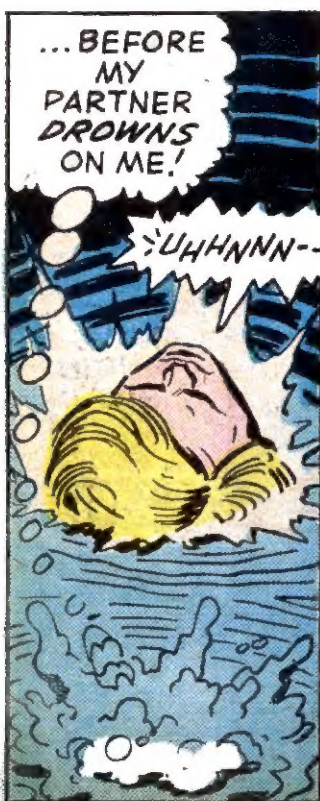


GOT TO
CHECK IT
OUT. BUT,
THE WAY
HE'S GOT
US TIED...

...ONLY ONE OF
US CAN BREATHE
...AT A TIME.

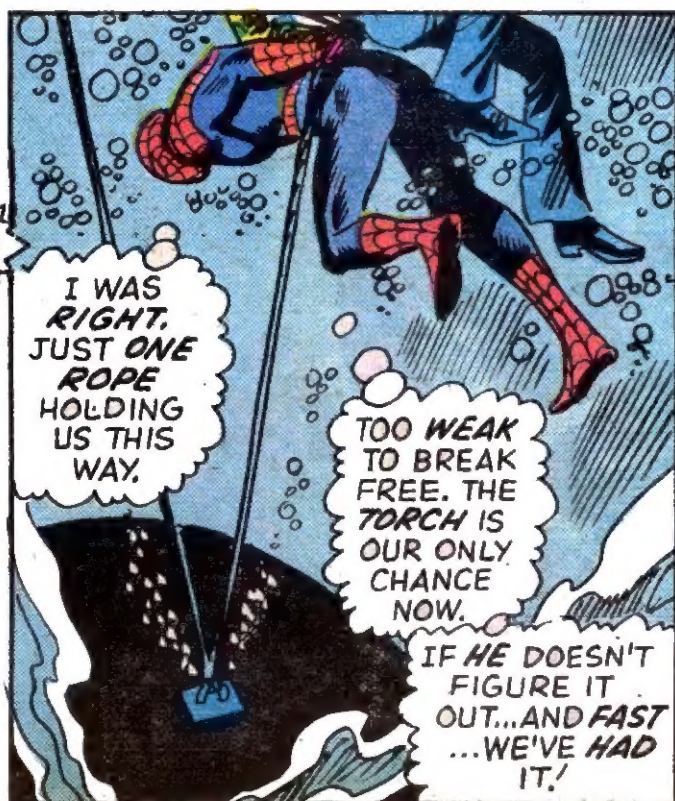


SO, GOT
TO DOPE
THIS
OUT IN A
HURRY...



...BEFORE
MY
PARTNER
DROWNS
ON ME!

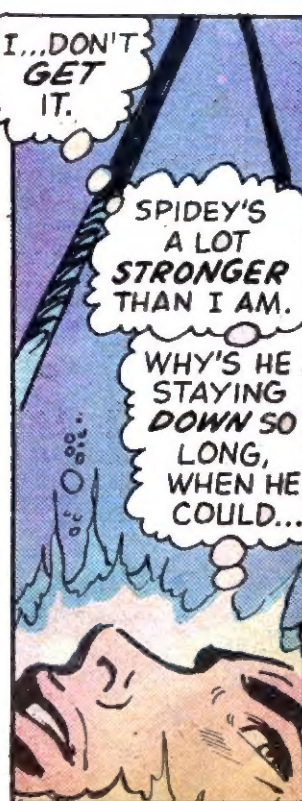
UHHNN--!-



I WAS
RIGHT,
JUST ONE
ROPE
HOLDING
US THIS
WAY.

TOO WEAK
TO BREAK
FREE. THE
TORCH IS
OUR ONLY
CHANCE
NOW.

IF HE DOESN'T
FIGURE IT
OUT...AND FAST
...WE'VE HAD
IT!



I...DON'T
GET
IT.

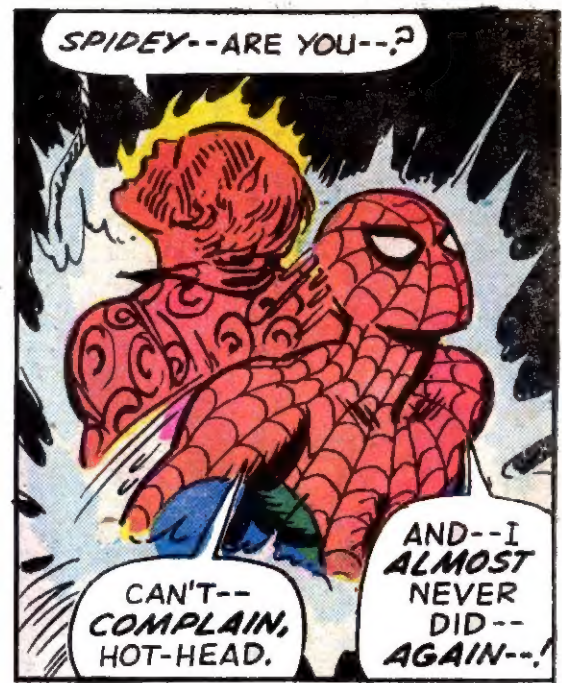
SPIDEY'S
A LOT
STRONGER
THAN I AM.

WHY'S HE
STAYING
DOWN SO
LONG,
WHEN HE
COULD...

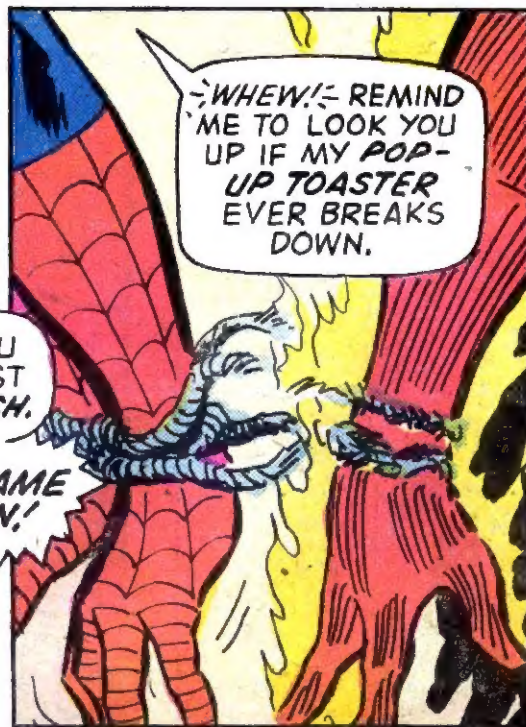


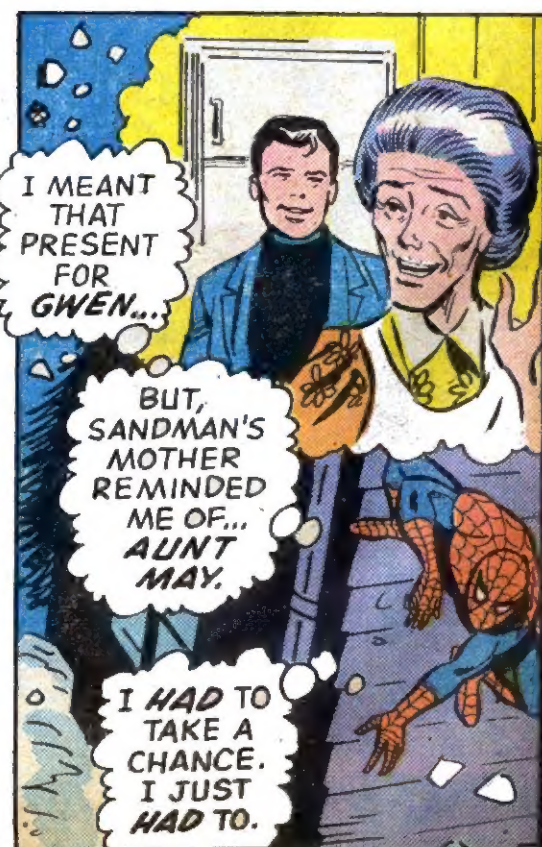
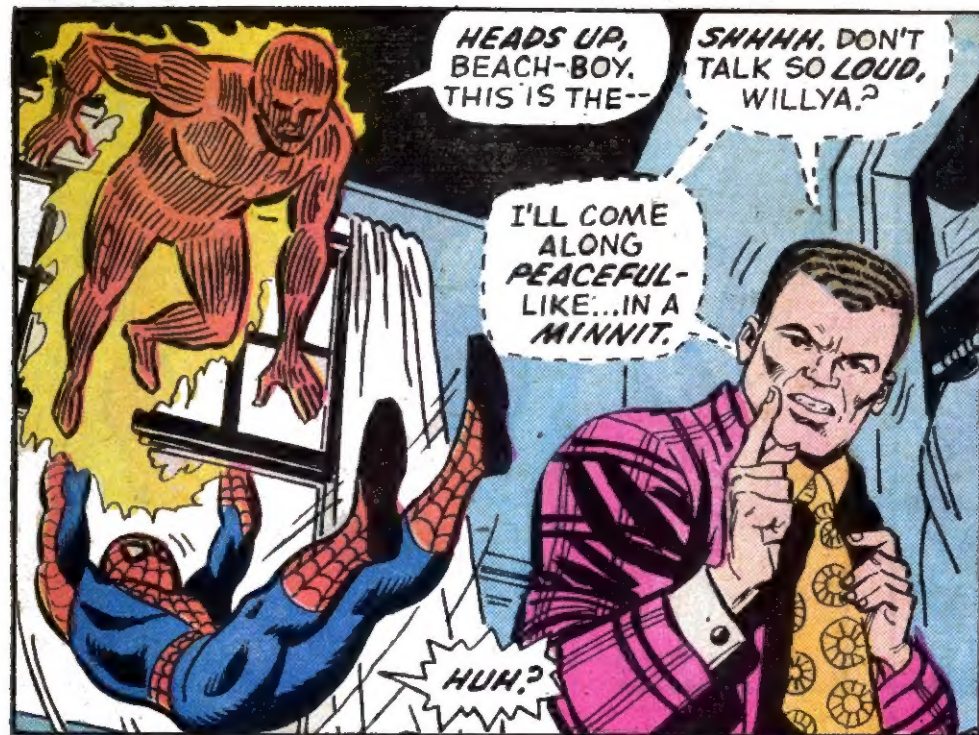
SURE! THAT'S IT!
HE WANTED MY
FACE OUT OF
WATER LONG
ENOUGH TO DRY
...JUST ENOUGH...

...SO THAT MY
BODY HEAT
COULD START
IT BLAZING
AGAIN...



AND SOON, SINCE THE KNOTTED ROPE WAS ATTACHED TO A FRIENDLY DRAIN...







WHILE, INSIDE...

NOTHING CAN MAKE ME FORGET THE WAY I MISS CRYSTAL.

HEY, TORCH! GET THE LEAD OUT!

IT'S BEEN MORE THAN ANY FIVE MINUTES!

I'LL JUST RUN UPSTAIRS, AND FETCH HIM--WHA--?

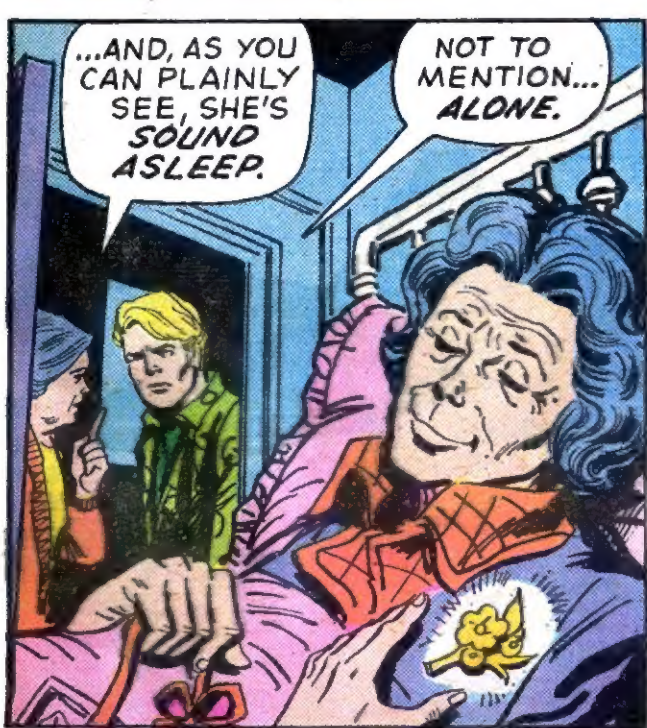
YOUNG MAN! I DON'T KNOW WHO YOU ARE, OR WHO YOU'RE LOOKING FOR...

HUH? LOOKS LIKE--WE BOTH HAD OTHER THINGS ON OUR MIND--!

BUT, WHEN I THINK OF WHAT I DO HAVE...I GUESS I'M REALLY LUCKIER THAN I THOUGHT.



BUT I'M MRS. BAKER'S NURSE...



...AND, AS YOU CAN PLAINLY SEE, SHE'S SOUND ASLEEP.

NOT TO MENTION... ALONE.



WITH NOTHING BUT A FEW GRAINS OF SAND IN THE BATHROOM SINK.

EHP? CAN'T IMAGINE HOW THEY GOT THERE.

THIS WAY OUT, YOUNG MAN.



DON'T TELL ME. I CAN GUESS.

OH WELL... HE GAVE US A BREAK, IN HONOR OF CHRISTMAS EVE...

WE'LL GET HIM NEXT TIME.

YEAH. NEXT TIME.



BUT TONIGHT...JUST FOR TONIGHT... I FEEL GOOD!

Peace on Earth
Good will to men

AND THAT'S WHAT IT'S ALL ABOUT... RIGHT?

AMEN, BROTHER... AMEN!

THE END